

**EXHIBIT 2
REDACTED VERSION
OF DOCUMENT FILED
UNDER SEAL**

Page 1

1 UNITED STATES DISTRICT COURT

2 DISTRICT OF NEVADA

3
4 ORACLE USA, INC., a Colorado
5 corporation; ORACLE AMERICA,
6 INC., a Delaware corporation;
7 and ORACLE INTERNATIONAL
8 CORPORATION, a California
9 corporation,

Case No.

2:10-cv-00106-LRH-PAL

10 Plaintiffs,

11 vs.

12 RIMINI STREET, INC., A
13 Nevada corporation; SETH RAVIN,
14 an individual,

15 Defendants.

16
17 Videotaped Deposition of

18 JAMES WARD

19 NOVEMBER 15, 2011

20 10:00 a.m.

21 Taken at:

22 Vorys, Sater, Seymour and Pease, LLP

23 52 East Gay Street

24 Columbus, Ohio

25 Kimberly A. Kaz, RPR, Notary Public

<p>1 he was at Tomorrow Now?</p> <p>2 A. Yes.</p> <p>3 Q. Did Mr. Ravin ever discuss Rimini</p> <p>4 Street with you before Wendy's decided to</p> <p>5 switch to Rimini Street?</p> <p>6 A. No.</p> <p>7 Q. You just mentioned that you had</p> <p>8 heard some other parties' names, but you can't</p> <p>9 recall them. Did Wendy's consider going to any</p> <p>10 other third-party support providers other than</p> <p>11 Rimini Street at this time?</p> <p>12 A. Well, we -- we looked at Oracle, as</p> <p>13 going back to a support model as well as Rimini</p> <p>14 Street. And, again, there was -- there was a</p> <p>15 couple more on the list, and I can't recall</p> <p>16 what they are, so we looked at them briefly.</p> <p>17 Q. You looked at them briefly, but to</p> <p>18 the best of your recollection, was Wendy's</p> <p>19 primarily considering only Rimini Street or</p> <p>20 going back to Oracle?</p> <p>21 MR. TONG: Objection to form.</p> <p>22 MR. PAPAY: You can answer.</p> <p>23 MR. LONG: I'm sorry. What was the</p> <p>24 objection?</p> <p>25 MR. TONG: To form.</p>	<p>1 Q. Does that mean that Wendy's did not</p> <p>2 have the capacity to do self-support?</p> <p>3 A. That's true.</p> <p>4 Q. Did Wendy's view self-support as</p> <p>5 risky because they were unable to have --</p> <p>6 A. Not so much.</p> <p>7 Q. -- the capacity?</p> <p>8 A. No.</p> <p>9 Q. Who was involved in the decision</p> <p>10 whether to return to Oracle for support or to</p> <p>11 switch to Rimini Street?</p> <p>12 A. It was -- final decision was by</p> <p>13 senior management.</p> <p>14 Q. Were multiple individuals involved</p> <p>15 in the decision initially whether to go to</p> <p>16 Oracle or to go to Rimini Street?</p> <p>17 A. Yes. I was primary.</p> <p>18 Q. You were the primary individual?</p> <p>19 A. Uh-huh.</p> <p>20 Q. Do you remember who else was</p> <p>21 involved?</p> <p>22 A. Not at this time.</p>
<p>1 MR. LONG: I didn't --</p> <p>2 MR. PAPAY: Form.</p> <p>3 MR. LONG: Oh, okay.</p> <p>4 MR. TONG: Sorry.</p> <p>5 MR. LONG: I'm sorry. I didn't</p> <p>6 understand what you said.</p> <p>7 MR. TONG: Need some water.</p> <p>8 Q. Do you need me to repeat question?</p> <p>9 A. Yes, please.</p> <p>10 Q. Was Wendy's primarily considering</p> <p>11 whether to go back to Rimini Street or Oracle?</p> <p>12 A. Those were the prime candidates.</p> <p>13 Q. Did Wendy's consider, at this time</p> <p>14 that Tomorrow Now was shutting down, going to</p> <p>15 self-support?</p> <p>16 A. We looked at that option, yes.</p> <p>17 Q. Did Wendy's decide whether or not</p> <p>18 to do self-support?</p> <p>19 A. We decided not to do it.</p> <p>20 Q. Why did Wendy's choose not to do</p> <p>21 self-support?</p> <p>22 A. Because we were in a re- -- a cost</p> <p>23 containment, reducing resources in our</p> <p>24 corporate office, and we couldn't bring on</p> <p>25 additional people.</p>	<p>1 MR. LONG: I didn't --</p> <p>2 MR. PAPAY: Form.</p> <p>3 MR. LONG: Oh, okay.</p> <p>4 MR. TONG: Sorry.</p> <p>5 MR. LONG: I'm sorry. I didn't</p> <p>6 understand what you said.</p> <p>7 MR. TONG: Need some water.</p> <p>8 Q. Do you need me to repeat question?</p> <p>9 A. Yes, please.</p> <p>10 Q. Was Wendy's primarily considering</p> <p>11 whether to go back to Rimini Street or Oracle?</p> <p>12 A. Those were the prime candidates.</p> <p>13 Q. Did Wendy's consider, at this time</p> <p>14 that Tomorrow Now was shutting down, going to</p> <p>15 self-support?</p> <p>16 A. We looked at that option, yes.</p> <p>17 Q. Did Wendy's decide whether or not</p> <p>18 to do self-support?</p> <p>19 A. We decided not to do it.</p> <p>20 Q. Why did Wendy's choose not to do</p> <p>21 self-support?</p> <p>22 A. Because we were in a re- -- a cost</p> <p>23 containment, reducing resources in our</p> <p>24 corporate office, and we couldn't bring on</p> <p>25 additional people.</p>

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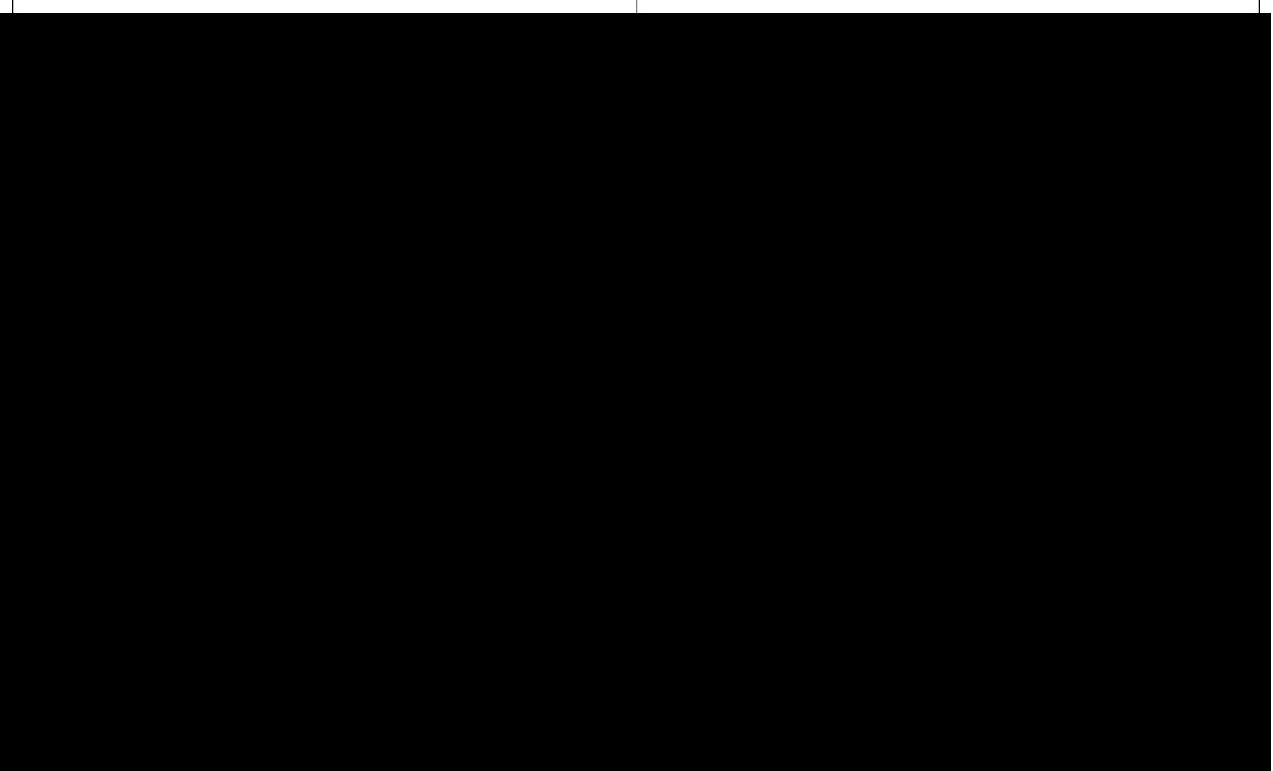
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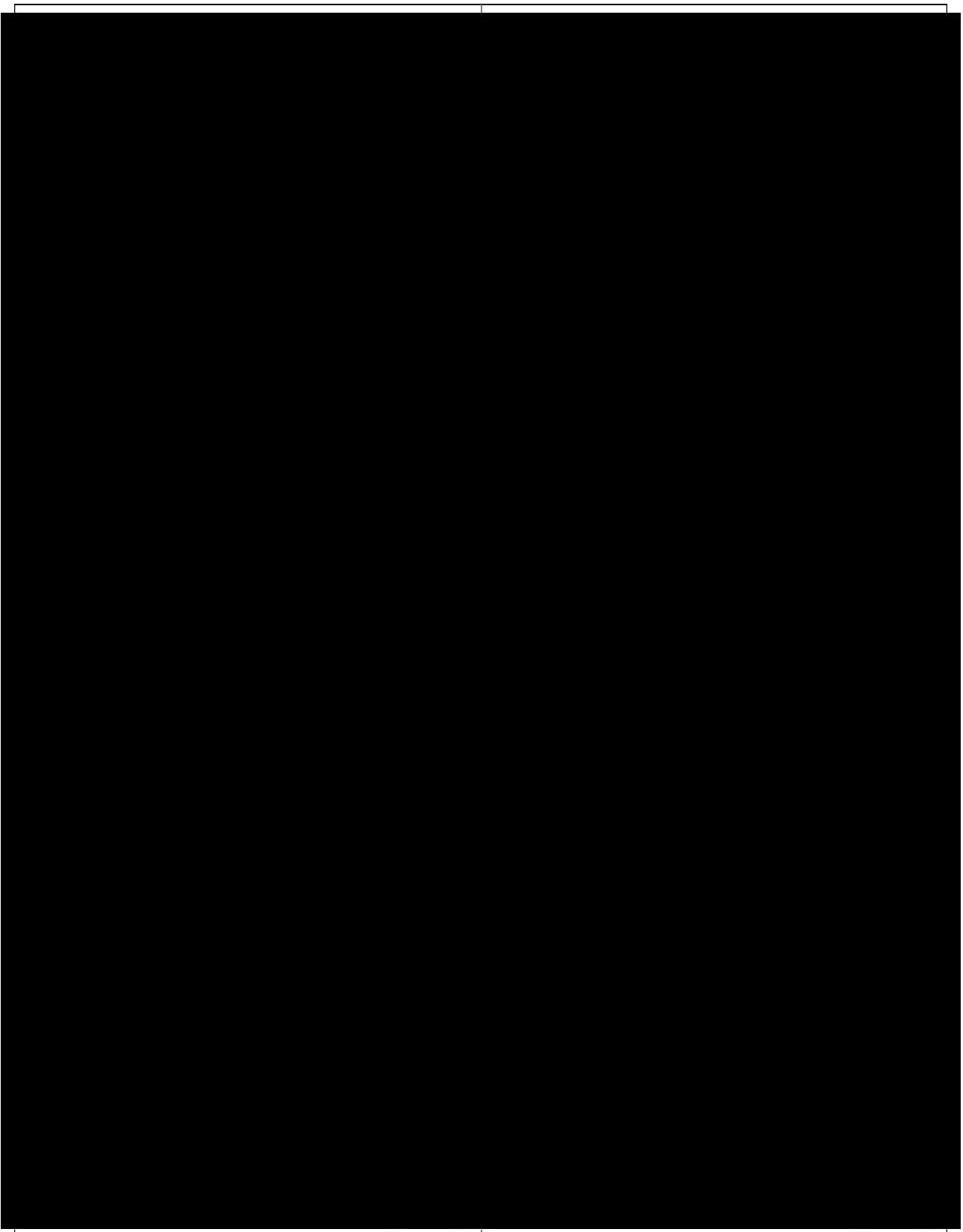
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1 **Suites from?**

2 A. Oracle.

3 MR. PAPAY: That's all I have.

4 Thank you.

5 EXAMINATION OF JAMES WARD
6 BY MR. TONG:

7 **Q. Good morning, Mr. Ward. My Name is**
8 **Jared Tong, and I represent Rimini Street and**
9 **Seth Ravin. I just have a few questions to**
10 **follow up with.**

11 First of all, I believe you
12 mentioned cost being a factor when you were
13 determining whether to stay or leave Oracle
14 support; is that correct?

15 A. Yes.

16 **Q. Now, was that the only factor that**
17 **Wendy's considered when making this decision to**
18 **leave?**

19 A. Support model was very important to
20 us. I mean, we have to support the business.
21 We were supporting multiple business entities
22 at the time, and it was very critical --
23 mission critical for us to have a support model
24 in place.

25 **Q. Okay. Now, did you have -- strike**

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1 **that. Sorry.**

2 **When you were determining whether**
3 **to leave, did Wendy's -- did Wendy's have any**
4 **experience with poor support with Oracle, any**
5 **poor experiences or lack of responsiveness?**

6 A. You say before we were to leave.
7 Would you explain yourself there?

8 **Q. When you were receiving support**
9 **from Oracle support --**

10 A. Yes.

11 **Q. -- did -- do you remember any**
12 **instances of, I guess, poor support or lack of**
13 **responsiveness to Wendy's needs?**

14 MR. PAPAY: Objection. Vague.
15 THE WITNESS: No.

16 **Q. Okay. We're going to move on**
17 **to -- actually, before leaving Oracle, did**
18 **Wendy's attempt to negotiate price?**

19 A. Yes. With -- with Oracle.

20 **Q. Did -- was it successful?**

21 A. No.

22 **Q. Okay. We're going to move over to**
23 **alternative support options.**

24 Now, you mentioned you kind of
25 briefly looked at other third-party options as

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1 REPORTER'S CERTIFICATE
2

3 The State of Ohio,)
4

SS:

5 County of Fairfield.)
6

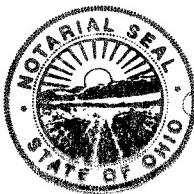
7 I, Kimberly A. Kaz, RPR, a Notary
8 Public within and for the State of Ohio, duly
9 commissioned and qualified, do hereby certify
10 that the within named witness, JAMES WARD, was
11 by me first duly sworn to testify the truth,
12 the whole truth and nothing but the truth in
13 the cause aforesaid; that the testimony then
14 given by the above-referenced witness was by me
15 reduced to stenotypy in the presence of said
16 witness; afterwards transcribed, and that the
17 foregoing is a true and correct transcription
18 of the testimony so given by the
19 above-referenced witness.

20 I do further certify that this
21 videotaped deposition was taken at the time and
22 place in the foregoing caption specified and
23 was completed without adjournment.
24
25

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1 I do further certify that I am not
2 a relative, counsel or attorney for either
3 party, or otherwise interested in the event of
4 this action.

5 IN WITNESS WHEREOF, I have hereunto
6 set my hand and affixed my seal of office at
7 Cleveland, Ohio, on this 22nd day of
8 November, 2011.



Kimberly A. Kaz

14 Kimberly A. Kaz, RPR, Notary Public
15 within and for the State of Ohio

17 My commission expires March 31, 2013.

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